

**Director Resignation Policy - Majority Voting
As Amended February 7, 2017**

In accordance with corporate laws governing the Corporation, and the Corporation's constitutional documents as currently in effect, directors of the Corporation are elected by a plurality vote, meaning that the directors receiving the highest number of votes "for" their election are elected to serve as directors, regardless of the number of "withheld" votes received in respect of his or her election.

In order to comply with the policy of the Toronto Stock Exchange, the board of directors (the "**Board**") has adopted the following policy (the "**Policy**") that is applicable solely to uncontested elections of directors. For the purposes of the Policy, an "uncontested election" is any election of directors in which the number of nominees for election is less than or equal to the number of directors to be elected.

By accepting a nomination for election and agreeing to serve as a director of the Corporation in any uncontested election of Corporation directors, each nominee agrees that if he or she receives more votes "withheld" from his or her election than votes "for" his or her election (a "**Majority Withhold Vote**") in any such election, such director shall promptly tender to the Board his or her resignation as a Corporation director following certification of the shareholder vote by the scrutineer at the meeting (the "**Scrutineer**") for such uncontested election, shall comply with this Policy and shall be bound by the determination with respect to such resignation made pursuant to this Policy. Any director who tenders his or her resignation pursuant to this Policy will not participate in any discussions, deliberations or actions by either the Corporate Governance and Nominating Committee or the Board with respect to his or her own resignation.

The Corporate Governance Committee will duly consider and recommend to the Board whether to accept or reject the resignation offer received from each director who received a Majority Withhold Vote. The Committee will recommend acceptance of the resignation, absent exceptional circumstances. Following the recommendation of the Corporate Governance Committee, the independent members of the Board will make a determination of the action to take with respect to the resignation, not later than the 90th day immediately succeeding the date of the written certification of the shareholder vote by said Scrutineer. The Corporate Governance Committee and the Board will evaluate any such resignation, in accordance with their fiduciary duties to, and in furtherance of the best interests of, the Corporation and its shareholders. The Board shall accept the resignation, absent exceptional circumstances.

The Board's decision will be disclosed in a news release furnished by the Corporation to the securities regulators (including, without limitation, the TSX) promptly after the decision. If the Board has decided to reject the tendered resignation, then the news release must fully disclose the Board's reasons for doing so.

The Corporate Governance Committee and Nominating Committee may adopt such other procedures as it sees fit to assist in carrying out the intent of this Policy.